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SECTION INDEXING:

Lot 1, Twin City Commons,
DeSoto Subdivision, Plat Book 90,
Page 3, Section 27, Township 1
South, Range 7 West,
DeSoto County, Mississippi

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is dated as of the date set forth below, by and between **3146 Goodman Road, LLC**, a Mississippi limited liability company ("Lessor") and **Athletic Club Management Company, LLC**, a Mississippi limited liability company d/b/a DeSoto Athletic Club ("Lessee") and evidences that on the 5th day of March, 2010, a Lease Agreement ("Lease") was entered into by and between Lessor and Lessee.

1. **Lease Term.** The terms of the Lease is twenty (20) years commencing on the 5th day of March, 2010 ("Commencement Date") and terminating on the 1st day of March, 2030 with options to renew.
2. **Property.** Subject to the term of the Lease Lessor has leased to Lessee the real property located at 3146 Goodman Road, Southaven, Mississippi and further described on the attached Exhibit "A".
3. **Notices.** All notices, requests, demands, and other communications to the Lessor or Lessee shall be made at the following addresses:


Lessor: 3146 Goodman Road, LLC
3146 Goodman Road, Southaven, MS 38672

Lessee: Athletic Club Management Company, LLC
3146 Goodman Road, Southaven, MS 38672

28th IN WITNESS WHEREOF, the parties have executed this Memorandum as of the day of APRIL, 2010.

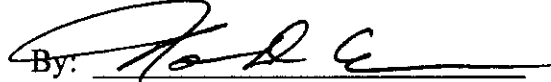
LESSOR:

3146 GOODMAN ROAD, LLC,
a Mississippi limited liability company

By: 
Robert D. Creech
President

LESSEE:

ATHLETIC CLUB MANAGEMENT
COMPANY, LLC, a Mississippi
limited liability company
d/b/a DeSoto Athletic Club

By: 
Robert D. Creech
President

LIMITED LIABILITY ACKNOWLEDGMENT

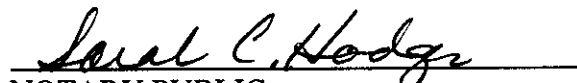
STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

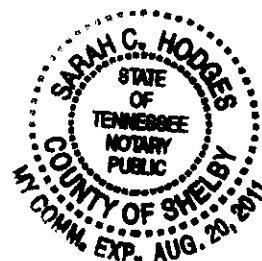
On this day, before me, a Notary Public duly commissioned, qualified and acting within and for said County and State, appeared in person, **Robert D. Creech** to me well known, who stated that he is the President of **3146 Goodman Road, LLC**, a Mississippi limited liability company, and was duly authorized in his capacity to execute the attached and foregoing instrument for and in the name and behalf of said limited liability company, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 28th day of APRIL, 2010.

My Commission Expires:

8-20-11
[S E A L]


NOTARY PUBLIC



LIMITED LIABILITY ACKNOWLEDGMENT

STATE OF TENNESSEE)
) ss.
 COUNTY OF SHELBY)

On this day, before me, a Notary Public duly commissioned, qualified and acting within and for said County and State, appeared in person, **Robert D. Creech** to me well known, who stated that he is the President of **Athletic Club Management Company, LLC**, a Mississippi limited liability company, and was duly authorized in his capacity to execute the attached and foregoing instrument for and in the name and behalf of said limited liability company, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 28th day of APRIL, 2010.

Sarah C. Hodges
 NOTARY PUBLIC

My Commission Expires:

8-20-11
 [S E A L]

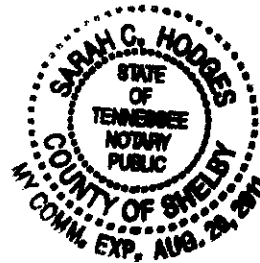


EXHIBIT "A"

Lot 1, Twin City Commons Desoto Subdivision as recorded in Plat Book 90, Page 3 in the Chancery Court Clerk's Office in Desoto County, Mississippi and lying in the southwest quarter of the southwest quarter of Section 27, Township 1 South, Range 7 West, Southaven, Desoto County, Mississippi and being more particularly described by metes and bounds as follows;

Commencing at the accepted southwest corner of said Section 27 defined as the intersection of centerlines of Goodman Road (Ms. Highway 302) and Getwell Road; thence S89°07'08"E, and with the south line of Section 27, a distance of 539.38 feet to a point;

thence N00°59'15"E a distance of 424.03 feet to an iron pin (found) in the north line of Creech Drive (50-foot R/W), the true POINT OF BEGINNING;

thence N00°31'43"E, and with the east line of the Kim H. Kreunen, the New Covenant Fellowship, Inc. and the Robert Bruce Seymour properties, a distance of 655.94 feet to an iron pin (found);

thence N89°35'07"E, and with the south line of the Frankie Leake and Hayward Leake Jr. and Broadway Baptist Church properties, a distance of 507.36 feet to an iron pin (found);

thence S00°35'51"W, and with the west line of Lots 2F, 2E and 2D of Twin City Commons Desoto Commercial Subdivision (unrecorded), a distance of 655.47 feet to an iron pin (found);

thence S89°47'17"W, and with the north line of Creech Drive, a distance of 25.00 feet to a point;

thence S00°33'51"W a distance of 5.77 feet to a point;

thence S89°06'17"W, and with the north line of Creech Drive, a distance of 181.09 feet to a point of tangent curve;

thence along a curve to the left having a radius of 175.00 feet an arc distance of 30.85 feet (chord=S85°50'40"W-30.82 feet) to a point;

thence S80°47'36"W, and with the north line of Creech Drive, a distance of 18.74 feet to a point;

thence S89°06'17"W, and with the north line of Creech Drive, a distance of 251.62 feet to the POINT OF BEGINNING and containing 7.667 acres.